



Order Filed on October 29, 2020
by Clerk
U.S. Bankruptcy Court
District of New Jersey

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)
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In re:

RTW RETAILWINDS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-18445 (JKS)

(Jointly Administered)

Hearing Date and Time:
October 28, 2020, at 10:00 a.m. (ET)

**FINAL ORDER (I) AUTHORIZING USE OF CASH COLLATERAL AND AFFORDING
ADEQUATE PROTECTION; (II) MODIFYING AUTOMATIC STAY;
AND (III) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby
ORDERED.

DATED: October 29, 2020



Honorable John K. Sherwood
United States Bankruptcy Court

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RELATED RELIEF

THIS MATTER having come before the Court upon the motion (the “Motion”) of Lerner New York, Inc., Lernco, Inc., Lerner New York Outlet, LLC, Lerner New York FTF, LLC, RTW RetailWinds, Inc., Lerner New York Holding, Inc., Lerner New York GC, LLC, New York & Company Stores, Inc., and FTG GC, LLC, each as a debtor and debtor-in-possession (each individually, a “Debtor”, and collectively, the “Debtors”) in the above-captioned jointly administered Chapter 11 cases (each individually a “Case” and collectively, the “Cases”), seeking entry of interim and Final Orders (as defined herein) pursuant to Sections 105, 361, 362, 363, 507, and 552 of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002, 4001, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”)(Doc. No. 24), *inter alia*:

(a) authorizing the Debtors’ use of cash collateral, as such term is defined in section 363(a) of the Bankruptcy Code, subject to the terms of this Final Order, and granting adequate protection to the Prepetition Credit Parties (as defined in the Interim Order) in respect of their rights under the Financing Agreements (as defined in the Interim order), as applicable, and their interests in the Prepetition Collateral (as defined in the Interim Order) pursuant to sections 105, 361, 362, 363, and 507 of the Bankruptcy Code with respect to any Diminution in Value (as defined in the Interim Order) of such rights and interests on and after the Petition Date (as defined below);

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(b) vacating and modifying the automatic stay arising under section 362 of the Bankruptcy Code in accordance with the provisions hereof, to the extent necessary to implement and effectuate the terms and provisions of this Final Order; and

(c) granting certain related relief.

The initial hearing on the Motion having been held by this Court on July 15, 2020, a second interim hearing having been held by this Court on August 25, 2020, and the final hearing on the Motion having been held by this Court on October 28, 2020 (the “Final Hearing”), and the Court having considered the Motion, the *Declaration of Robert Shapiro in Support of First Day Motions* (Doc. No. 25) , the other filings and pleadings in the above-captioned Cases, and the evidence submitted or adduced and the arguments of counsel made at the Final Hearing; and notice of the Final Hearing having been given in accordance with Bankruptcy Rules 2002, 4001(b)(c), and (d), and 9014; and on July 15, 2020 the Court having entered its *Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Doc. No. 49] (the “Interim Order”); and on August 26, 2020 the Court having entered its *Second Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Doc. No. 259] (the “Second Interim Order”); and the Final Hearing to consider the final relief requested in the Motion having been held and concluded; and all objections, if any, to the final relief requested in the Motion

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having been withdrawn, resolved, or overruled by the Court; and it appearing to the Court that granting the relief set forth herein is fair and reasonable, in the best interests of the Debtors, and sufficient cause appearing therefor;

IT IS HEREBY ORDERED AS FOLLOWS:

1. Motion Granted. The Motion is GRANTED on a final basis on the terms set forth in the Interim Order and Second Interim Order. Any objection to the Motion, to the extent not withdrawn, waived or resolved, is hereby overruled on the merits.

2. Incorporation & Final Relief. The Interim Order and Second Interim Order are incorporated and adopted in full in this Final Order and the relief granted in the Interim Order and Second Interim Order is granted in this Final Order on a final basis, without further order of this Court and any conditions set forth in the Interim Order and Second Interim Order are satisfied by this Final Order.

3. Retention of Jurisdiction. The Court retains jurisdiction and power with respect to all matters arising from or related to the implementation or interpretation of this Final Order.